

**PUDUMJEE
HYGIENE PRODUCTS
LIMITED**



PUDUMJEE

**Annual Report
2015 - 2016**

PUDUMJEE HYGIENE PRODUCTS LIMITED

DIRECTORS :

V. P. LEEKHA

S. K. BANSAL

H. P. BIRLA

G. N. JAJODIA

R. C. SARAF

R. P. SHROFF

BANKERS :

BANK OF INDIA

AXIS BANK LTD.

HDFC BANK LTD.

AUDITORS :

G. N. ANGAL & CO.

REGISTERED OFFICE :

THERGAON,

PUNE – 411 033

NOTICE

The Twelfth Annual General Meeting of the Shareholders of Pudumjee Hygiene Products Limited will be held at the Registered Office of the Company at Thergaon, Pune 411 033 on Saturday, the 17th day of September, 2016 at 10.00 a.m. (ST) to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. R. C. Saraf (DIN: 00161412), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. R. P. Shroff (DIN: 03324242), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs G. N. Angal & Co., Chartered Accountants (FRN 113250W), be and are appointed as the Auditors of the Company from the conclusion of this meeting till the conclusion of 13th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of Audit Committee".

Notes:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
- 2) The statutory registers are available for inspection at the registered office of the Company.

By Order of the Board
Pudumjee Hygiene Products Limited

Place : Mumbai
Dated : 30th May, 2016

G. N. Jajodia
Director

Registered Office:
Thergaon, Pune-411033
Tel: +91-20-30613333,
Fax : +91-20-3061 3388
CIN: U21010PN2004PLC021212
Web Site : www.pudumjeehygiene.com.
Email : finance@pudumjeehygiene.com.

DIRECTORS' REPORT

To,
The Members,

The Directors present the 12th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2016.

FINANCIAL RESULTS :

	<u>2015-16</u> (₹ in Lacs)	<u>2014-2015</u> (₹ in Lacs)
Gross Profit/(Loss) before Interest, Depreciation, tax and earlier year expenses is (including from discontinuing operations)	(767.40)	(464.03)
Adjusting therefrom i) the interest of	0.51	177.01
ii) Depreciation of	8.62	43.99
Net Profit/(Loss) comes to	<u>(758.27)</u>	<u>(243.03)</u>
Adjusting thereto Prior period income/(expenses) of	-	(0.43)
Adding thereto the balance of loss brought forward from last year of	2396.03	2152.57
Less: Transfer pursuant to Scheme of Demerger	(246.96)	-
The total loss comes to <i>Which is carried forward to next year's accounts</i>	<u>(2907.34)</u>	<u>(2396.03)</u>

CONSOLIDATED FINANCIAL STATEMENTS :

As the Company is not having any subsidiary, the Company is not required to comply with concerned provisions mentioned under Section 129 and 134 of the Companies Act, 2013 ('the Act').

OPERATIONS :

As you are aware, that the shareholders had approved a scheme for demerging hygiene products activity of the Company into Pudumjee Paper Products Ltd. (PPPL) with effect from the appointed date 1.4.2014. Directors are pleased to inform that the Bombay High Court has sanctioned the scheme on 8.1.2016 which, after necessary compliances, has become effective on 1.2.2016. Accordingly all the assets and liabilities and the employees of the demerged hygiene products business have been transferred and in consideration, the shareholders of our Company have been allotted in aggregate 105,00,000 equity shares of Pudumjee Paper Products Ltd., without payment. These shares have been listed for trading on 30.3.2016. All the provisions of the scheme have been given effect to in the accounts.

DIVIDEND :

In view of the loss in current year and accumulated losses of the Company, the Directors do not recommend any dividend for the year under review.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

As at 31st March 2016, the Company has five Associate Companies namely Pudumjee Pulp & Paper Mills Limited, Pudumjee Investment and Finance Company Limited, Pudumjee Plant Laboratories Limited, Pudumjee Holding Limited, Pudumjee Paper Products Limited.

The Company has no joint ventures or subsidiaries.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

Pursuant to Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company is not required to appoint an Internal Auditor.

The Board and the Audit Committee, however, periodically, review the internal control systems of the Company and the internal control systems are deemed adequate.

AUDIT COMMITTEE :

The Audit Committee consists of 3 Non-Executive Directors namely Mr. R. C. Saraf, Mr. R. P. Shroff and Mr. H. P. Birla, out of which Mr. R. C. Saraf and Mr. R. P. Shroff are Independent Directors. The Committee has powers similar to those stated in Section 177 of the Companies Act, 2013 and exercises most of the functions as stated there under. During the year five meetings were held and all meetings were attended by all three members

FIXED DEPOSITS :

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND :

During the year under review, pursuant to the provisions of Section 125 of the Companies Act, 2013, no amount was due to be transferred to the Investor Education and Protection Fund.

AUDITORS :

M/s. G. N. Angal & Co., Chartered Accountants, have been appointed as Auditors of the Company at the 10th Annual General Meeting to hold office up to the conclusion of 12th Annual General Meeting The Company has received a Certificate from M/s. G. N. Angal & Co., to the effect that their appointment, would be within the prescribed limits under section 141 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 and that they are not disqualified for re-appointment. The shareholders will be required to appoint the auditors and fix their remuneration at the ensuing Annual general Meeting

There is no adverse remark or qualification in the Statutory Auditor's Report annexed elsewhere in this Annual report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) :

The Company has Board of Directors with total 6 Directors out of 2 are Non-Executive Independent Directors and the remaining are Non-Executive Directors. By virtue of Section 149 of the Companies Act, 2013 and the rules made there under, the Independent Directors are not liable to retire by rotation. Mr. R. C. Saraf and Mr. R. P. Shroff, Directors, retire by rotation at the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment.

PUDUMJEE HYGIENE PRODUCTS LIMITED

The approval of the Members for the re-appointment of the Directors is being sought at the ensuing Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under the applicable provisions of the Companies Act, 2013.

BOARD MEETINGS HELD DURING THE YEAR :

During the year 2015-16, Five Board Meetings were held on the following dates:

Sr. No.	Date of Board Meeting	No of Directors Present
1	18.05.2015	5
2	31.07.2015	6
3	05.11.2015	5
4	10.12.2015	5
5	09.02.2016	5

SECRETARIAL AUDIT :

The provisions of Section 204 are not applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR) :

The provisions of Section 135 of the Companies Act, 2013 read with the Rules prescribed therein, relating to Corporate Social Responsibility do not apply to the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS :

During the year the Company had not given any loan, provided guarantees or made investments under Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :

Pursuant to Section 143(3) and 188(1) of the Companies Act, 2013, read with Rule 8(2) of the Companies (Accounts) Rule, 2014, no contracts/arrangements had been entered with related parties and hence particulars in Form AOC 2 are not applicable.

POLICIES:

The Remuneration Policy and Whistle Blower Mechanism have been adopted by the Company.

PARTICULARS OF EMPLOYEES:

During the year under review, no employee has drawn remuneration in excess of limits prescribed under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

In view of the nature of business activities, the information required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is not applicable. The Company however uses information technology in its operations.

During the year under review, there was no income or expenditure in foreign currency.

EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return of the Company in Form MGT-9 is annexed to this Report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the year ending on 31st March, 2016 and the date of this report to which the financial statements relate.

SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors confirm that;

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis; and
- e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS:

Your Directors wish to express their appreciation of the continued support and co-operation received from the all the stakeholders and employees of the Company.

By Order of the Board
Pudumjee Hygiene Products Limited

G. N. Jajodia
Director

H. P. Birla
Director

Place : Mumbai

Dated : 30th May, 2016

ANNEXURE

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i)	CIN :	U21010PN2004PLC021212
ii)	Registration Date	15/07/2004
iii)	Name of the Company	Pudumjee Hygiene Products Limited
iv)	Category / Sub-Category of the Company	Public Company/ Company limited by Shares
v)	Address of the Registered office and contact details	Thergaon, Pune- 411033 Tel.: +91-20-30613333 Fax: +91-20-30613388 Email : finance@pudumjeehygiene.com
vi)	Whether listed company (Yes/No)	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Tissue Paper/Hygiene Products	481800	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Pudumjee Industries Limited Thergaon, Pune - 411 033	U74999MH1999PLC013394	Holding	100%	Section 2(87)
2	Pudumjee Pulp & Paper Mills Limited Thergaon, Pune - 411 033	L21012MH1964PLC013058	Associate	NIL	Section 2(6)
3	Pudumjee Investment and Finance Company Limited Thergaon, Pune - 411 033	U65993PN1991PLC062635	Associate	NIL	Section 2(6)
4	Pudumjee Plant Laboratories Limited Thergaon, Pune - 411 033	U01122PN1994PLC021609	Associate	NIL	Section 2(6)
5	Pudumjee Holding Limited Thergaon, Pune - 411 033	U65993PN2011PLC141027	Associate	NIL	Section 2(6)
6	Pudumjee Paper Products Limited Thergaon, Pune - 411 033	U21098PN2015PLC153717	Associate	4%	Section 2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year (01-04-2014)				No. of Shares held at the end of the year (31-03-2015)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	Promoters									
1	Indian									
	a Individual/HUF									
	b Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
	c State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
	d Bodies Corp.	0	3,00,00,000	3,00,00,000	100.00	0	3,00,00,000	3,00,00,000	100.00	0.00
	e Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
	f Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (A) (1):-	0	0	0	0.00	0	0	0	0.00	0.00
2	Foreign									
	a NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0
	b Other – Individuals	0	0	0	0.00	0	0	0	0.00	0
	c Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
	d Banks / FI	0	0	0	0.00	0	0	0	0.00	0
	e Any Other....	0	0	0	0.00	0	0	0	0.00	0
	Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0
	Total shareholding of Promoter (A) = (A) (1) + (A) (2)	0	3,00,00,000	3,00,00,000	100.00	0	3,00,00,000	3,00,00,000	100.00	0.00
B	Public Shareholding									
1	Institutions									
	a Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
	b Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
	c Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
	d State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
	e Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
	f Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
	g FIs	0	0	0	0.00	0	0	0	0.00	0.00
	h Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
	i Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2	Non-Institutions									
	a Bodies Corp.									
	i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
	ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
	b Individuals	0	0	0	0.00	0	0	0	0.00	0.00
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
	c Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Non resident Indians	0	0	0	0.00	0	0	0	0.00	0.00
	Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
	Hindu Undivided Families	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (B)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
	Total Public Shareholding(B)=(B)(1)+(B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
C	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Grand Total (A+B+C)	0	3,00,00,000	3,00,00,000	100.00	0	3,00,00,000	3,00,00,000	100.00	0.00

PUDUMJEE HYGIENE PRODUCTS LIMITED

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01-04-2015)			Shareholding at the end of the year (31-03-2016)			% change in share holding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Pudumjee Industries Limited	2,99,99,940	99.9998%	NIL	2,99,99,940	99.9998%	NIL	0.002%
2	Pudumjee Industries Limited J/w G.N. Jajodia	10	0.000067%	NIL	10	0.000033%	NIL	0.00%
3	Pudumjee Industries Limited J/w V.P. Leekha	10	0.000067%	NIL	10	0.000033%	NIL	0.00%
4	Pudumjee Industries Limited J/w S.K. Bansal	10	0.000067%	NIL	10	0.000033%	NIL	0.00%
5	Pudumjee Industries Limited J/w H.P. Birla	10	0.000067%	NIL	10	0.000033%	NIL	0.00%
6	Pudumjee Industries Limited J/w K.G. Narke	10	0.000067%	NIL	10	0.000033%	NIL	0.00%
7	Pudumjee Industries Limited J/w J.W. Patil	10	0.000067%	NIL	10	0.000033%	NIL	0.00%

(iii) Change in Promoters' Shareholding :

Sl. No.	Name of shareholder	Shareholding at the beginning of the year		Increase/ Decrease (+/-) no. of shares	Date of Increase/ Decrease (+/-) no. of shares	Reason	Cumulative Shareholding during the year		Shareholding at the end of the year (or on date of separation, if separated during the year)	
		No. of shares	%				No. of shares	%	No. of shares	%
1	Pudumjee Industries Limited	2,99,99,940	99.9998%	--	--	--	2,99,99,940	99.9998%	2,99,99,940	99.9998%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) : NIL

Sl. No.	Name of shareholder	Shareholding at the beginning of the year		Increase/ Decrease (+/-) no. of shares	Date of Increase/ Decrease (+/-) no. of shares	Reason	Cumulative Shareholding during the year		Shareholding at the end of the year (or on date of separation, if separated during the year)	
		No. of shares	%				No. of shares	%	No. of shares	%
NIL										

(v) Shareholding of Directors and Key Managerial Personnel : NIL

Sl. No.	Name	Designation	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Shareholding at the end of the year	
			No of shares	%	No.of shares	%	No. of shares	%
1	V.P.Leekha	Director	NIL	NIL	NIL	NIL	NIL	NIL
2	S.K.Bansal	Director	NIL	NIL	NIL	NIL	NIL	NIL
3	H.P.Birla	Director	NIL	NIL	NIL	NIL	NIL	NIL
4	G.N.Jajodia	Director	NIL	NIL	NIL	NIL	NIL	NIL
5	R.C.Saraf	Director	NIL	NIL	NIL	NIL	NIL	NIL
6	R.P.Shroff	Director	NIL	NIL	NIL	NIL	NIL	NIL

V. INDEBTEDNESS

(₹ In Lacs)

	Secured Loans excluding deposits		Unsecured Loans	Deposit	Total Indebtedness
	Cash credit	Term Loan			
Indebtedness at the beginning of the financial year					
i) Principal Amount	131.62	-	121.59	-	253.21
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	-	-	-	-	-
Total (i+ii+iii)	131.62	-	121.59	-	253.21
Change in Indebtedness during the financial year					
Addition		-		-	-
Reduction	131.62	-	121.59	-	253.21
Net Change	131.62	-	121.59	-	253.21
Indebtedness at the End of the financial year					
i) Principal Amount	-	-	-	-	-
ii) Interest due but not paid	-	-	-	-	-
iii) Interest accrued but not due	-	-	-	-	-
Total (i+ii+iii)	-	-	-	-	-

PUDUMJEE HYGIENE PRODUCTS LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission as % of profit others, specify...	NIL	NIL
5	Others, please specify (Insurance Premium, PF and Superannuation contribution, Sitting fees paid, if any)	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	N.A	N.A

a) Remuneration to other directors: NIL

Sl. No.	Particulars of Remuneration	Name of Other Directors				Total Amount
		R.C.Saraf		R.P.Shroff		
		R.C.Saraf		R.P.Shroff		NIL
	Independent Directors	NIL		NIL		NIL
	Fee for attending board / committee meetings	NIL		NIL		NIL
	Commission	NIL		NIL		NIL
	Others, please specify	NIL		NIL		NIL
	Total (1)	NIL		NIL		NIL
	Other Non-Executive Directors	V.P.Leeekha	S.K.Bansal	G.N.Jajodia	H.P.Birla	
	Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NA	NA	NA	NA	NA
	Overall Ceiling as per the Act	NA	NA	NA	NA	NA

b) Remuneration to Key Managerial Personnel other than MD/Manager/WTD : NIL

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Manager	CFO	Company Secretary	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option				
3	Sweat Equity				
4	Commission as % of profit others, specify...				
5	Others, please specify				
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding			NIL		
B. DIRECTORS					
Penalty					
Punishment					
Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding			NIL		

INDEPENDENT AUDITOR'S REPORT

To the Member of Pudumjee Hygiene Products Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Pudumjee Hygiene Products Limited ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

We draw attention to Note no.18.1 which describes the effect of the Scheme of Arrangement on the Company and charges, mortgages and encumbrances on the company, other demerged companies & the merged company.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A', a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls our financial reporting of the company and operating effectiveness of such controls, refer to our separate report in Annexure 'B' and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has made adequate provisions in its books in respect of pending litigations and as such there is no possibility of any additional adverse impact on its financial position.
 - ii. the Company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses; and
 - iii. there are no amounts required to be transferred to the Investor Education and Protection Fund during the year by the Company.

For **G.N.ANGAL & CO.**
Chartered Accountants
Firm's registration number: 113250W

A.G. ANGAL
Partner
Membership No. 046633

Mumbai,
30th May 2016

Annexure 'A' to the Independent Auditors' Report

Referred to in Paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date of the financial statements for the year ended 31st March 2016.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As informed to us, the fixed assets have been physically verified by the management at the year end which is considered reasonable having regard to the size of the Company and the nature of its assets and no material discrepancies were noticed on such verification.
- (c) The company does not own any immovable properties as at the end of the year under report.
- (ii) (a) The company did not hold any trade inventories during the year under report.
- (iii) The Company has granted Inter Corporate deposit to a company covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
 - (a) In our opinion, the terms and conditions of the said deposit given are not prima facie prejudicial to the interest of the company.
 - (b) The company to whom deposit has been given by the Company is regularly repaying the principal amounts and interest thereon wherever applicable as stipulated;
 - (c) There are no overdue amounts in respect of the loans given by the Company;
- (iv) In our opinion, and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to the loans and investments made;
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the activities conducted by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues which were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of income tax or sales tax or service tax or duty of customs or value added tax or cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The company has not obtained any loans or borrowings from any bank, financial institution or Government. The company does not have any outstanding debentures as at the end of the year under report.
- (ix) The Company has not raised money by way of initial public offer or further public offer or by way of term loans from banks,
- (x) To the best of our knowledge and belief, and according to the information and explanations given to us by the management, no fraud on or by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit;
- (xi) No managerial remuneration has been paid or provided by the company during the year under report.

- (xii) Since the Company does not fall into the category of a Nidhi Company, this clause is not applicable to the Company.
- (xiii) According to the information and explanations given to us, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and have been disclosed in the financial statement as required by the applicable accounting standards;
- (xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review;
- (xv) According to the information and explanations given to us and based on our examinations of records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him during the year;
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **G.N.ANGAL & CO.**
Chartered Accountants
Firm's registration number: 113250W

Mumbai,
30th May 2016

A.G. ANGAL
Partner
Membership No. 046633

Annexure B to Independent Auditors' Report

Referred to in Paragraph 2{ f) under the heading of "report on other legal and regulatory requirements" of our report of even date of the financial statements for the year ended 31st March 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Pudumjee Hygiene Products Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company;

and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G.N.ANGAL & CO.**
Chartered Accountants
Firm's registration number: 113250W

Mumbai,
30th May 2016

A.G. ANGAL
Partner
Membership No. 046633

BALANCE SHEET AS AT 31ST MARCH, 2016

	Note No.	AS AT 31.03.2016 (₹ in lacs)	AS AT 31.03.2015 (₹ in lacs)
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	1	3,000.00	3,000.00
(b) Reserves and Surplus	2	<u>(2,907.34)</u>	<u>(2,396.03)</u>
		92.66	603.97
(2) Non - Current Liabilities			
(a) Long Term provisions	3	<u>—</u>	<u>14.96</u>
		—	14.96
(3) Current Liabilities			
(a) Short - Term borrowings	4	<u>—</u>	<u>253.21</u>
(b) Trade Payables	5	<u>10.12</u>	<u>458.38</u>
		10.12	711.59
TOTAL		<u>102.78</u>	<u>1,330.52</u>
II. ASSETS			
(1) Non - Current Assets			
(a) Fixed Assets	6		
(i) Owned Tangible Assets		71.81	98.50
(ii) Intangible Assets		—	107.06
(iii) Capital work - in - progress		<u>—</u>	<u>3.99</u>
		71.81	209.55
(b) Non current Investments	7	4.00	4.00
(c) Short term loans and advances	8	8.13	246.76
(2) Current Assets			
(a) Inventories	9	<u>—</u>	<u>410.51</u>
(b) Trade Receivables	10	11.25	407.15
(c) Cash and Bank Balances	11	7.27	37.21
(d) Other Current Assets	12	<u>0.32</u>	<u>15.34</u>
		18.84	870.21
TOTAL		<u>102.78</u>	<u>1,330.52</u>

OTHER NOTES AS PER NOTE 18

As per our report of date attached.

On behalf of the Board,

For **G.N.ANGAL & CO.**
Chartered Accountants

G. N. Jajodia
Director

A.G. ANGAL
Partner

H. P. Birla
Director

Mumbai, Dated : 30th May, 2016

Mumbai, Dated : 30th May, 2016

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

	Note No.	Year Ended 31.03.2016 (₹ in lacs)	Year Ended 31.03.2015 (₹ in lacs)
I. Revenue from operations	13	22.74	4,819.90
II. Other Income	14	12.83	20.88
III. Total Revenue (I+II)		<u>35.57</u>	<u>4,840.78</u>
IV. Expenses			
Trade Purchases		22.74	4,268.09
Changes in Inventories of Stock in Trade	15	—	(20.73)
		<u>22.74</u>	<u>4,288.82</u>
Employees' Cost	16	1.71	202.59
Finance Cost		0.51	177.01
Depreciation and amortization & Impairment expense		8.62	43.99
Other Expenses	17	1.86	371.40
IV Total Expenses		<u>35.44</u>	<u>5,083.81</u>
V. Profit / (Loss) before exceptional and extraordinary items and tax (III-IV)		0.13	(243.03)
VI. Exceptional/ Extra-ordinary Items Provision for Impairment of Goodwill		758.38	—
VII. PROFIT/(LOSS) BEFORE TAX (III-IV-VI)		(758.25)	
VIII Provision for Current Tax		0.02	
IX Provision for Deffered Tax		—	
X. Profit / (Loss) for the Year (VII-VIII-IX)		<u>(758.27)</u>	<u>(243.03)</u>

OTHER NOTES AS PER NOTE 18

As per our report of date attached.

For **G.N.ANGAL & CO.**
Chartered Accountants

A.G. ANGAL
Partner

Mumbai, Dated : 30th May, 2016

On behalf of the Board,

G. N. Jajodia
Director

H. P. Birla
Director

Mumbai, Dated : 30th May, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	<u>2015-2016</u> (₹ in Lacs)	<u>2014-2015</u> (₹ in Lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before Taxation & Extraordinary items	0.13	(243.03)
Adjustments For :		
Depreciation	8.62	43.99
Interest and Financial Charges	0.51	177.01
Loss on Sale of Fixed Assets	—	—
	<u>9.13</u>	<u>221.00</u>
	9.26	(22.03)
Operating Profit before Working Capital Changes		
(Increase)/Decrease in Inventory	—	20.73
(Increase)/Decrease in Debtors	(11.25)	50.50
(Increase)/Decrease in other Current Asset	3.68	—
Increase / (Decrease) in Creditors	10.09	139.12
(Increase)/Decrease in Loans & Advances - Asset	(4.00)	5.54
Increase /(Decrease) in Liabilities/ Provisions	—	2.99
	<u>(1.48)</u>	<u>218.88</u>
	7.78	196.85
Cash Generated from operations		
Income Taxes Paid	—	—
	<u>—</u>	<u>—</u>
	7.78	196.85
Cash flow before Extraordinary items	7.78	196.85
(Expenses) /Income of earlier years	—	(0.43)
	<u>—</u>	<u>(0.43)</u>
Net Cash from Operating Activities	7.78	196.42
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	—	(9.82)
Purchase of equity shares	—	(4.00)
Sale Proceeds Of Fixed Assets	—	—
	<u>—</u>	<u>(13.82)</u>
Net Cash used in Investing Activities	—	(13.82)
C. CASH FLOW FROM FINANCING ACTIVITIES		
(Decrease) Increase in Short term borrowings		141.25
Increase in share capital	—	1,500.00
(Decrease) /Increase in Unsecured Loans	—	(1,630.33)
Interest Cost	(0.51)	(177.01)
	<u>(0.51)</u>	<u>(166.09)</u>
Net Cash From Financing Activities	(0.51)	(166.09)
Net change in cash & Cash Equivalents (A+B+C)	7.27	16.51
Cash & Cash Equivalents (Opening Balance)	37.21	20.70
Less:- Amount Adjusted pursuant to scheme of arrangement (with reference to provisional B/S as at 31-3-2015)	(37.21)	—
	<u>—</u>	<u>—</u>
Cash & Cash Equivalents (Closing Balance)	7.27	37.21

Note: Figures in brackets represent Cash Outflows.

Note : Current Year Cash flow is based on continuing activity.

Complied from the Audited Accounts of the Company referred to in our report of date attached.

For **G.N.ANGAL & CO.**
Chartered Accountants

A.G. ANGAL
Partner

Mumbai, Dated : 30th May, 2016

On behalf of the Board,

G. N. Jajodia
Director

H. P. Birla
Director

Mumbai, Dated : 30th May, 2016

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2016**

	AS AT 31.03.2016 (₹ in Lacs)	AS AT 31.03.2015 (₹ in Lacs)
NOTE '1' : SHARE CAPITAL		
Authorised		
30,000,000 equity shares of ₹ 10 each	<u>3,000.00</u>	<u>3,000.00</u>
Issued, Subscribed & Paid up		
30,000,000 Equity Shares of ₹ 10/- each, fully paid held by	<u>3,000.00</u>	<u>3,000.00</u>
NOTE '2' : RESERVES AND SURPLUS		
Surplus in Profit and Loss Account		
Balance in Profit and Loss Account	(2,396.03)	
Less :- Transferred pursuant to scheme of Demerger	<u>(246.96)</u>	
Balance in Profit & Loss Account	(2,149.07)	(2,153)
Add : -		
- Prior Period Income / (Expenses)	—	(0.43)
- Profit / (Loss) for the Year	<u>(758.27)</u>	<u>(243.03)</u>
	<u>(2,907.34)</u>	(2,396.03)
	<u>(2,907.34)</u>	<u>(2,396.03)</u>

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2016 (Contd.)**

	AS AT	AS AT
	31.03.2016	31.03.2015
	(₹ in Lacs)	(₹ in Lacs)
NOTE '3' : LONG TERM PROVISIONS		
Provision for Doubtful Debts & Advances		
As per Last Balance Sheet	—	131.00
Add : Provided during the year	—	27.00
Less : Utilised during the year	—	
	<u>—</u>	<u>158.00</u>
Less : Debts & Advances considered Doubtful per Contra	—	158.00
	<u>—</u>	<u>—</u>
Provision for Gratuity	—	14.96
	<u>—</u>	<u>14.96</u>
	<u><u>—</u></u>	<u><u>14.96</u></u>
NOTE '4' : SHORT TERM BORROWINGS		
Cash Credit * from Bank of India against hypothecation of Stocks & Book debts (* Secured by first charge on all tangible movable properties & assets, also guaranteed by the Holding Co.)	—	131.62
Interest accrued and due on ICD	—	121.59
	<u>—</u>	<u>121.59</u>
	<u><u>—</u></u>	<u><u>253.21</u></u>
NOTE '5' : TRADE PAYABLES		
Sundry Creditors	10.09	458.38
Provision for Current Tax	0.03	—
	<u>10.12</u>	<u>458.38</u>
	<u><u>10.12</u></u>	<u><u>458.38</u></u>

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016 (Contd.)

NOTE '6': FIXED ASSETS (At Cost)

(₹ in lacs)

TYPE OF ASSETS	Cost upto 31.03.2015	Transferred pursuant to Scheme of Demerger	Additions/ Transfers during the Period	Deductions/ Transfers during the Period	Balance Cost upto 31.03.2016	Depreciation upto 31.03.2015	Transferred pursuant to Scheme of Demerger	Depreciation for the period	Impairment for the Period	Depreciation on sold Assets & on deductions written back	Depreciation balance as on 31.03.2016	Net Book Value as on 31.03.2016	Net Book Value as on 31.03.2015
A) TANGIBLE ASSETS -													
Building Improvements	6.84	6.84	-	-	-	4.20	4.20	-	-	-	-	-	2.64
Plant & Machinery (Given on Lease)	147.62	-	-	-	147.62	67.19	-	8.62	-	-	75.81	71.81	80.43
Office Equipment	5.71	5.71	-	-	-	4.29	4.29	-	-	-	-	-	1.42
Furniture & Fixture	35.92	35.92	-	-	-	30.47	30.47	-	-	-	-	-	5.45
Computers	33.71	33.71	-	-	-	25.14	25.14	-	-	-	-	-	8.57
(A)	229.80	82.18	-	-	147.62	131.29	64.10	8.62	-	-	75.81	71.81	98.51
B) INTANGIBLE ASSETS -													
Intangible Assets	13.41	13.41	-	-	-	5.70	5.70	-	-	-	-	-	7.71
Goodwill (Generated pursuant to demerger)	-	-	758.38	-	758.38	-	-	758.38	-	-	758.38	-	-
Product Branding	179.75	179.75	-	-	-	89.88	89.88	-	-	-	-	-	89.87
Computer Software	25.60	25.60	-	-	-	16.12	16.12	-	-	-	-	-	9.48
(B)	218.76	218.76	758.38	-	758.38	111.70	111.70	-	758.38	-	758.38	0.00	107.06
Total (A+B)	448.56	300.94	758.38	-	906.00	242.99	175.80	8.62	-	-	834.19	71.81	205.57
Previous Year - 31.03.2015	441.37	-	-	1.93	448.56	200.94	43.99	1.93	243.00	205.56	240.43		

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31ST MARCH, 2016 (Contd.)**

	AS AT 31.03.2016 (₹ in Lacs)	AS AT 31.03.2015 (₹ in Lacs)
NOTE '7' : NON CURRENT INVESTMENTS		
Trade Investments: (Equity)	4.00	4.00
(20,000 equity shares of PPPL - face value of Rs.1/- at a premium of Rs.19/- each)	<u>4.00</u>	<u>4.00</u>
NOTE '8' : SHORT TERM LOANS AND ADVANCES		
Prepaid Expenses	—	0.48
Inter Corporate Deposit (Receivable from PPPL)	8.13	—
Advances recoverable in cash or in kind considered good	—	220.83
Security Deposits	<u>—</u>	<u>25.45</u>
	<u>8.13</u>	<u>246.76</u>
NOTE '9' : INVENTORIES		
Goods purchased for resale (Lower of cost or market value)	—	410.51
NOTE '10' : TRADE RECEIVABLES		
Debts outstanding for a period exceeding six months from Due date		
Considered good	—	0.76
Considered doubtful	<u>—</u>	<u>158.00</u>
	—	158.76
Other Debts		
Considered good	11.25	406.39
Considered doubtful	<u>—</u>	<u>—</u>
	11.25	565.15
Less : Provision for Doubtful Debts deducted per contra	<u>—</u>	<u>158.00</u>
	11.25	407.15
NOTE '11' : CASH AND BANK BALANCES		
Cash on hand as per books	0.04	0.12
On other accounts with Banks	7.23	21.48
On Deposit accounts (maturity more than 12 months)	—	0.35
On Deposit accounts with Bank as Margin money	<u>—</u>	<u>15.26</u>
	7.27	37.21
NOTE '12' : OTHER CURRENT ASSETS		
Tax Deducted at Source	0.32	4.00
Prepaid Expenses	—	3.47
Advances to Supplier	<u>—</u>	<u>7.87</u>
	0.32	15.34

**NOTES ANNEXED TO AND FORMING PART OF THE
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016** (Contd.)

	Year Ended <u>31.03.2016</u> (₹ in Lacs)	Year Ended <u>31.03.2015</u> (₹ in Lacs)
NOTE '13' : REVENUE FROM OPERATIONS		
SALES -		
Hygiene Products	22.74	4,783.90
Others	—	36.00
	<u>22.74</u>	<u>4,819.90</u>
NOTE '14' : OTHER INCOME		
Lease Rent	12.56	12.56
Interest Received from Others	0.27	8.27
Other Income	—	0.05
	<u>12.83</u>	<u>20.88</u>
	<u>12.83</u>	<u>20.88</u>
NOTE '15' : CHANGES IN INVENTORIES OF STOCK - IN - TRADE		
Stock at Commencement -		
- Hygiene Products	—	431.24
- Others	—	—
	<u>—</u>	<u>431.24</u>
Stock at Close		
- Hygiene Products	—	410.51
- Others	—	—
	<u>—</u>	<u>410.51</u>
Increase / (Decrease) in Stock	<u>—</u>	<u>(20.73)</u>

**NOTES ANNEXED TO AND FORMING PART OF THE
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016** (Contd.)

	Year Ended <u>31.03.2016</u> (₹ in Lacs)	Year Ended <u>31.03.2015</u> (₹ in Lacs)
NOTE '16' : EMPLOYEES' COST		
SALARIES & ALLOWANCES		
- Salaries	1.71	196.19
- Provision for Gratuity	—	6.40
	<u>1.71</u>	<u>202.59</u>
NOTE '17' : OTHER EXPENSES		
Professional Fees	—	52.48
Rent Paid	—	73.64
Repairs & Maintenance - Others	—	1.26
Insurance	—	4.42
Sales Promotion Expenses	—	28.16
Travelling & Conveyance Expenses	—	29.42
Commission / Brokerage	—	0.05
Office & Miscellaneous Expenses	0.25	75.80
Relocation expenses	—	7.39
ROC & Stamp duty Charges	1.61	14.25
Provision for Doubtful Debts	—	27.00
Freight, Octroi & Forwarding Expenses	—	57.53
	<u>1.86</u>	<u>371.40</u>

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2016

Note 18- NOTES TO THE ACCOUNTS

18.1 Demerger Note –

- Pursuant to the Scheme of Arrangement (“the Scheme”) between the Company, Pudumjee Pulp & Paper Mills Ltd. (PPPML), Pudumjee Industries Ltd. (PIL), Pudumjee Paper Products Ltd. (PPPL) and their respective Shareholders and Creditors as approved by the High Court of Mumbai vide its order dated 8th January 2016, which became effective on 1st February, 2016 (effective date) on filing with the Registrar of Companies, all assets and liabilities of the Hygiene Product Business of the Company have been transferred to the PPPL (Transferee Company) at their respective book values on a going concern basis with effect from the appointed date (i.e. 1st April, 2014). Accordingly, the Scheme of Arrangement has been given effect to in these accounts. The details of Assets & Liabilities transferred, as on 1st April, 2014 and also corresponding reduction of Reserves & Surplus are as under :

Particulars	Amount (₹ In Lacs)
Total Assets Transferred (including fixed assets at cost of ₹ 293.75 lacs Less accumulated depreciation of ₹ 142.38 lacs plus Capital Work in Progress of ₹ 3.29 Lacs)	1,331.89
Total Liabilities Transferred	573.52
Net Assets Transferred	758.37
Adjusted to Goodwill as per Scheme	758.37

- Loss of the demerged Hygiene Product business of the company for the period from appointed date i.e. 1st April, 2014 to 31st March, 2015 of ₹ 246.96 lacs is reduced from the opening balance of Profit & Loss Account appearing under Reserves & Surplus.
A provision of ₹ 758.37 Lacs for impairment in Goodwill generated on demerged business of PHPL has been adjusted in balance of Profit & Loss Account appearing under Reserves & Surplus.
- As per the Scheme, each share holder of the Company, as on record date, has received 7 equity share of Re 1 each in the Pudumjee Paper Products Ltd., for every 20 Equity Shares of ₹ 10 each held in the company.
- The transactions pertaining to Hygiene Products business from the appointed date (i.e. 1st April, 2014) upto the effective date (i.e. 1st February, 2016) of the Scheme of arrangement, has been deemed to be made by Pudumjee Paper Products Ltd.
- Consequent to the Demerger of the Hygiene Product business of the Company in terms of the Scheme, the Financial Statements of the Company for the year ended March 31, 2016, do not include operations of the Demerged Hygiene Product business and therefore are not comparable with the figures of the Previous Year ended March 31, 2015.
- The revenue and expense in respect of the ordinary activities attributable to the Discontinuing Operations are as follows :

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2016

NOTE '18' - (Contd.)

Particulars	Year Ended 31.03.2016 (₹ In Lacs)	Year Ended 31.03.2015 (₹ In Lacs)
I. Revenue from operations	-	4,819.90
II. Other Income	-	8.32
III. Total Revenue	-	4,828.22
IV. Expenses:		
Trade Purchases	-	4,268.09
Changes in Inventories of Stock-in-trade	-	20.73
Employee's Cost	-	202.59
Finance Cost	-	177.01
Depreciation and amortization expense	-	35.37
Other expenses	-	371.4
Total Expenses	-	5,075.19
V. Profit before exceptional and extra ordinary items	-	-246.97
VI. Exceptional / Extraordinary Items	-	-
VII. Profit / (Loss)	-	-246.97

7. Carrying Value of Assets and Liabilities of Discontinued Hygiene Products Business

	As at 31st March, 2016 (₹ In Lacs)	As at 31st March, 2015 (₹ In Lacs)
Total Assets	NIL	1242.08
Total Liabilities	NIL	730.68
Net Assets	NIL	511.4

8. Details of Cash Flows relating to Discontinued Hygiene Products Business

	For the year ended 31st March, 2016 (₹ In Lacs)	For the year ended 31st March, 2015 (₹ In Lacs)
Net Cash flow from Operating Activities	NIL	183.86
Net Cash flow from Investing Activities	NIL	-13.82
Net Cash flow from Financing Activities	NIL	-157.35
Net Cash Inflows / (Outflows)	NIL	12.69

9. Pursuant to the Scheme of Arrangement, the Secured Loans and facilities concerning the Company stands transferred to the Pudumjee Paper Products Ltd. along with the Security created for on the assets transferred. However the security, whether by way of first charge or second charge on other assets i.e. Machinery which have not been transferred by the Company, continues to subsist in favour of the lenders for their loans (as per the agreements initially executed by the Company in favour of the lenders while availing the loans) pending their release, till appropriate documents are executed.

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT
AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2016**

	<u>2015 - 16</u> (₹ in Lacs)	<u>2014 - 15</u> (₹ in Lacs)
NOTE '18' - (Contd.)		
18.2 Trade Purchases		
Hygiene Products	-	4,280.10
Other Products	22.74	-
18.3 Value of direct import calculated on CIF basis during the financial year		
Goods for Resale	-	28.75
18.4 Expenditure in foreign currency during the financial year on account of -		
- consultation, travelling, subscription etc.	-	0.44
18.5 Following significant accounting policies have been adopted in preparation and presentation of the financial statements :		
1. Statement of accounts are prepared on Historical Cost Basis.		
2. Company has followed Mercantile system of accounting.		
3. Fixed Assets are valued at cost.		
4. Depreciation on Plant & Machinery have been provided on Straight Line Method.		
5. Revenue Recognition is postponed to a later year only when it is not possible to estimate it with reasonable accuracy.		
6. Taxes on Income -Current Taxes are accounted for at the prevailing rate applicable for the relevant assessment year. In view of prevailing circumstances, no Deferred Tax Asset has been recognised in the books. A review of Business position will be conducted in the next Financial year and accordingly, if thought fit, the same will be appropriately recognised.		
18.6 Payment made to auditors	<u>2015-16</u> (₹ In Lacs)	<u>2014-15</u> (₹ In Lacs)
Audit Fees	0.15	0.38
Taxation matter	-	0.10
Others	-	0.02
Service Tax	-	0.06
18.7 To the best of knowledge of the Company, none of the creditors as on 31st March, 2016 are "Small enterprise" within its meaning under clause (m) of section 2 of the Micro, Small & Medium Enterprises Development Act, 2006.		

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2016

NOTE '18' - (Contd.)

18.8 Related Party Disclosure

- a) Holding Company :
Pudumjee Industries Limited
- b) Associate Company
Pudumjee Pulp & Paper Mills Ltd.
Pudumjee Investment and Finance Co. Ltd.
Pudumjee Plant Laboratories Ltd
Pudumjee Holding Ltd.
Pudumjee Paper Products Ltd.
- c) Key Management Personnel
Mr. G. N. Jajodia - Director
- d) Transactions with related Parties

	2015 - 16 (₹ in Lacs)				2014 - 15 (₹ in Lacs)			
	Holding Company	Associate Companies/ firms	Maximum during year	Key Mngt. Personnel	Holding Company	Associate Companies/ firms	Maximum during year	Key Mngt. Personnel
1) Interest accrued & paid on Inter Corporate Deposits	3.00	-	-	-	135.10	-	-	-
2) Interest receivable/received on Inter Corporate Deposits	-	0.25	-	-	-	-	-	-
3) Inter Corporate Deposits taken	-	-	-	-	320.00	-	1,630.33	-
4) Inter Corporate Deposits given	-	8.13	13.81	-	-	-	-	-
5) Counter guarantee given to bank for Loan by	-	-	-	-	131.62	-	-	-
6) Sale of goods and Services to	-	22.74	-	-	-	4.17	-	-
7) Investment in shares of	-	-	-	-	-	4.00	-	-
8) Purchase of service from	-	-	-	-	-	3.91	-	-

18.9 Estimate of Contracts remaining to be executed on capital account and not provided for amounted to Rs. NIL (Last Year Rs. NIL)

18.10 The Company by itself operates only in one reportable segment i.e.'other' including Leasing Trading, etc.since hygiene products business has been Demerged.

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT
AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2016**

NOTE '18' - (Contd.)

18.11 The following are the disclosures required under revised Accounting Standards (AS) 15 in respect of Employee Benefits :

- a) An amount of Rs. NIL has been recognized as an expenses for defined contribution plans by way of Company's contribution to Provident Funds and Super annuation Fund.
- b) Expenses recognized during the year and reconciliation of the Assets and Liabilities recognized in Balance Sheet as at 31.03.2016 :

	2015-16 Gratuity (Unfunded) (₹ in Lacs)	2014-15 Gratuity (Unfunded) (₹ in Lacs)
i) The present value of defined benefit obligations at the commencement of the Year	14.96	11.53
Less:- Transferred pursuant to scheme of demerger	14.96	
	-	
ii) Current Service Cost	NIL	3.11
iii) Interest Cost	NIL	1.04
iv) Actuarial (Gain) / Loss	NIL	2.26
v) Benefits Paid	NIL	2.98
vi) Past Service Cost	NIL	NIL
vii) The present value of defined benefit obligations at the close of the Year	NIL	14.96
viii) The fair value of plan assets at the close of the year	NIL	NIL
ix) The past service cost not yet recognized	NIL	NIL

Expenses aggregating Rs.Nil (Rs. 6.41 lacs last year) under items (ii), (iii), (iv), and (vi) above have been debited to the Profit and Loss Account under the Head "Salaries & Allowances" (Note "16").

- d) Actuarial assumptions

	2015-16 Gratuity (Unfunded)	2014-15 Gratuity (Unfunded)
i) Rate of interest (per annum)	-	7.75%
ii) Salary growth (per annum)	-	6.50%
iii) Withdrawal rate (per annum)	-	1%
iv) Expected return on Plan Assets	N.A.	N.A.
v) Mortality rates [LIC (1994.96) ultimate]	-	-

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2016

NOTE '18' - (Contd.)

18.12 Following are the disclosure required under revised Accounting Standard 19 in respect of Operating Lease

1. The Company had entered into lease agreements for leasing of Machinery on terms and conditions as specified in the agreement for period of 5 years. In respect of this agreement the future minimum Income is as under :

Particulars	Warehouse & Administrative	
	31/03/2016	31/03/2015
i) not later than one year	₹ 12.56 lacs	₹ 12.56 lacs
ii) later than one year and not later than five years	₹ 43.76 lacs	₹ 9.10 lacs
iii) later than five years	-	-

2. All such lease Income for the year are recognized in Profit & Loss Account as Lease Income

18.13 Contingent Liabilities - F.Y. 15/16 F.Y. 14/15
NIL NIL

18.14 The items and figures for the previous year have been recast and regrouped wherever necessary to conform to this year's presentation.

As per our report of date attached.

For **G.N.ANGAL & CO.**
Chartered Accountants

A.G. ANGAL
Partner

Mumbai, Dated : 30th May, 2016

On behalf of the Board,

G. N. Jajodia
Director

H. P. Birla
Director

Mumbai, Dated : 30th May, 2016

**Form No. MGT - 11
PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

Name of the Company : **PUDUMJEE HYGIENE PRODUCTS LIMITED**

CIN: U21010PN2004PLC021212

Registered office : **THERGAON, PUNE 411 033.**

Name of the member (s) :	
Registered address :	
E-mail Id :	
Folio No./ Client Id/DPID :	

I/We, being the member (s) of Shares of the above named company, hereby appoint,

1. Name :

Address :

E-mail Id :

Signature : or failing him

2. Name :

Address :

E-mail Id :

Signature : or failing him

3. Name :

Address :

E-mail Id :

Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on our behalf at the 12th Annual General Meeting of the company, to be held on the Saturday, the 17th day of September, 2016 at 10.00 a.m. (ST) at the Registered Office of the Company at Thergaon, Pune 411 033 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No(s). (Please tick (✓) at appropriate box below)

1. Adoption of Accounts & Reports of Directors & Auditors

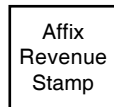
3. Appointment of Director retiring by rotation

2. Appointment of Director retiring by rotation

4. Appointment of Auditors

Signed this.....day of2016.

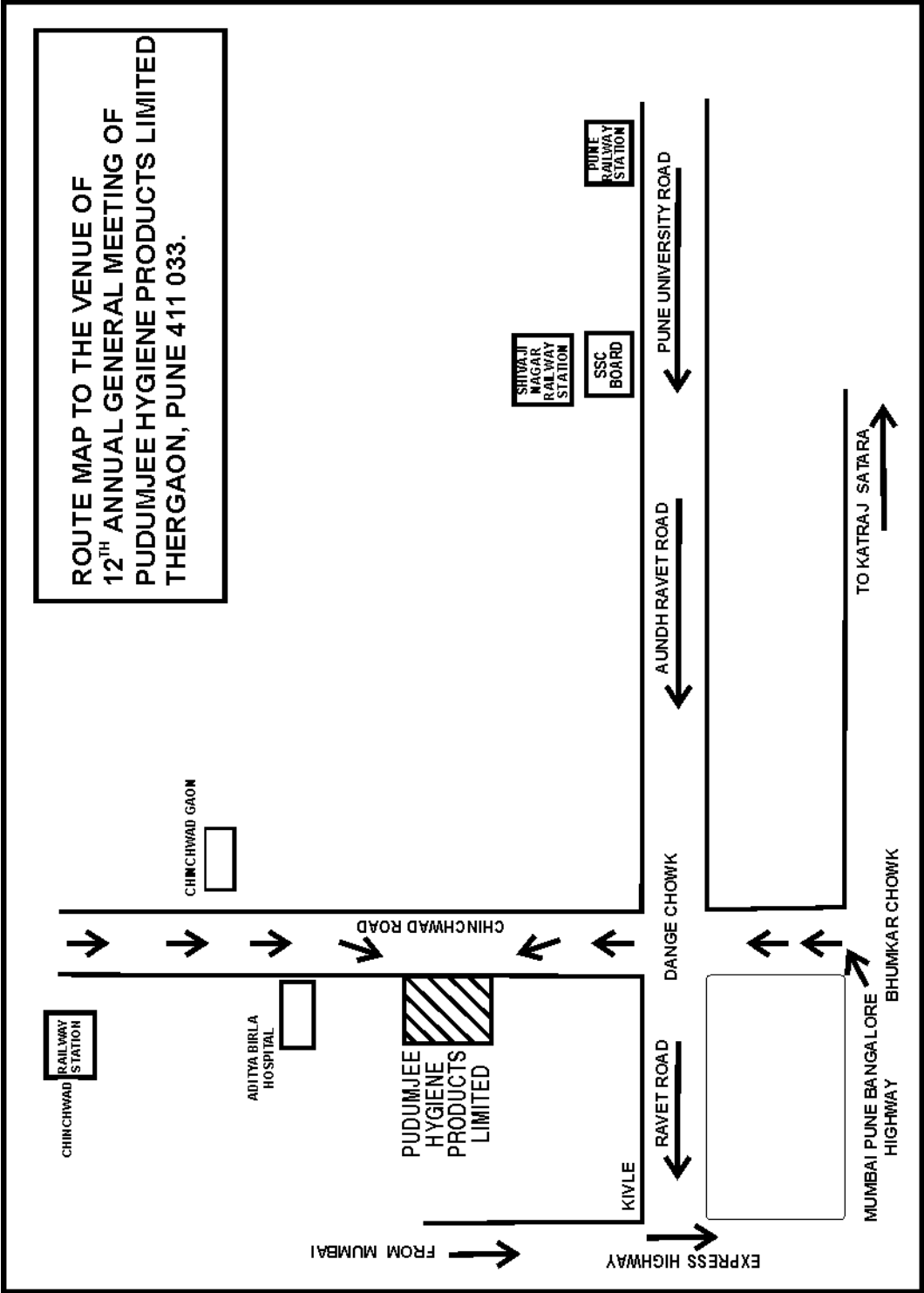
Signature of shareholder



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**ROUTE MAP TO THE VENUE OF
12TH ANNUAL GENERAL MEETING OF
PUDUMJEE HYGIENE PRODUCTS LIMITED
THERGAON, PUNE 411 033.**



PUDUMJEE HYGIENE PRODUCTS LIMITED

Registered Office: Thergaon, Pune – 411 033.

Tel: +91-20-30613333, **Fax:** +91-20-30613388

CIN: U21010PN2004PLC021212

Website : www.pudumjeehygiene.com

E-mail : finance@pudumjeehygiene.com

ATTENDANCE SLIP

Please complete and sign this attendance slip and hand over at the entrance of the meeting hall.

1. Name and Registered Address of the sole / first named Shareholder :
2. Name(s) of the Joint Shareholder(s) if any :
3. Name of Proxy (if any) :
4. Registered Folio No./DPID & Client ID No. :
5. Number of Shares held :

I hereby record my presence at the 12th Annual General Meeting of the Company at its Registered Office at Thergaon, Pune 411 033, at 10.00 a.m. (ST) on Saturday, the 17th day of September, 2016.

Signature of the Member/Proxy

COURIER / REGD. POST

If undelivered, please return to :
Pudumjee Hygiene Products Limited
Thergaon, Pune – 411 033.